

D/300000037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

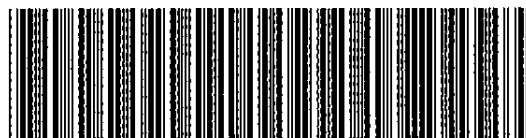
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600254692836

12/18/12--01006--009 **350.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 DEC 18 AM 11:12
TO ALL KNOWLEDGE
SUFFICIENCY OF FILING

FILED
2013 DEC 18 AM 8:34
CLERK, DEPT. OF STATE
TALLAHASSEE, FLORIDA

W13-69089



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2013

CT CORPORATION SYSTEM
WALK-IN
ATTN: CONNIE R. BRYAN

SUBJECT: TESLA LEASE TRUST
Ref. Number: W13000069089

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2013 DEC 20 PM 3:38
TO ALANOWSKI
SUFFICIENCY OF FILING

We have received your document for TESLA LEASE TRUST and your check(s) totaling \$350.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A copy of the Trust must be attached to the Notarized Affidavit to file or qualify the Trust.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 313A00028776

RE-SUBMIT

Please retain original filing
date of submission 12/18

CT Corporation System

December 18, 2013

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 8993798 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

Tesla Lease Trust (DE)
Qualification
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 . Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: TESLA LEASE TRUST

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

FEES:

Declaration of Trust	\$350.00
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OPTIONAL:

Certified Copy	\$ 8.75
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FROM: Ingrid Robertson
Name (Printed or typed)

3500 Deer Creek Road
Address

Palo Alto, CA 94304
City, State & Zip

650-681-5628
Daytime Telephone number

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

TESLA LEASE TRUST

A DELAWARE TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of TESLA LEASE TRUST, a

(Name of Trust)

DELAWARE Trust hereby affirms in order to file or qualify
(State)

TESLA LEASE TRUST, in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is 3500 Deer Creek Road, Palo Alto, CA 94304

3. The registered agent and street address in the State of Florida is:
CT Corporation System

1200 South Pine Island Road, Plantation, FL 33324

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

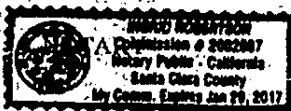
Joe Villeda

Assistant Secretary

11/22/17

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.



Jonathan Chang
Chairman of the Board of Trustees

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

CR2E063(3/00)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 DEC 18 AM 8:34

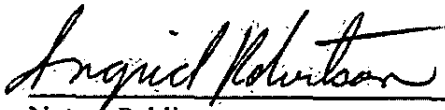
ACKNOWLEDGMENT

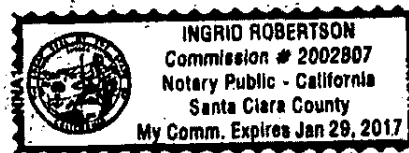
STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CLARA)

On December 18, 2013, before me, Ingrid Robertson, Notary Public, personally appeared **Jonathan Chang**, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

 (Seal)
Notary Public
State of California



13 DEC 18 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "TESLA LEASE TRUST" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE SIXTH DAY OF NOVEMBER, A.D. 2013, AT 4:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "TESLA LEASE TRUST".

13 DEC 18 AM 8:34
STATE OF DELAWARE
FALL HASSETT, FLORIDA



5428423 8100H

131458290

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1002322

DATE: 12-20-13

13 DEC 18 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE OF TRUST OF
TESLA LEASE TRUST**

This Certificate of Trust of Tesla Lease Trust (the "Trust"), dated as of November 6, 2013 (the "Certificate of Trust"), is being duly executed and filed by the undersigned, as Trustee, to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the statutory trust formed hereby is Tesla Lease Trust.
2. Delaware Trustee. The name and business address of the Trustee of the Trust in the State of Delaware is U.S. Bank Trust National Association, 300 Delaware Avenue, 9th Floor, Wilmington, Delaware 19801.
3. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust may issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each, a "Series").
5. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof, and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.
6. Power of Attorney. Tesla Finance LLC ("TFL") has been designated by the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, all instruments, certificates or other documents relating thereto. TFL also has the right, power and authority to designate in writing other persons and entities ("TFL Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that TFL has the power to do under this paragraph. Without limiting the generality of the foregoing, TFL and each TFL Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, all applications for certificates of title or duplicates of such certificates in the name of the Trust, all applications for registrations of vehicles and/or license plates, all applications for transfers of certificates of title or registrations for vehicles and/or license plates, all other instruments, certificates or other documents that TFL or any TFL Designee deems necessary or advisable to record, hold or release title to and/or registration of Vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

IN WITNESS WHEREOF, the undersigned, has duly executed this Certificate of Trust as of the date first above written in accordance with the Act.

**U.S. BANK TRUST NATIONAL
ASSOCIATION**, not in its individual capacity, but
solely as Administrative Trustee, UTI Trustee and
Delaware Trustee

By: 
Name: MELISSA A. ROSAL
Title: VICE PRESIDENT

FILED
13 DEC 18 AM 8:34
SOUTHERN STATE
TALLAHASSEE, FLORIDA

Acknowledgment

STATE OF ILLINOIS

)

)ss

COUNTY OF COOK

)

On this 6th day of November, 2013, before me personally appeared MELISSA A. ROSAL, who acknowledged himself to be an officer of the above Trustee, and that he, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained as the free act and deed of said Trustee, and as his free act and deed as an officer of said Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public

My commission expires:

12-8-2014



13 DEC 18 AM 8:34
FALLAHASSEE, FLORIDA